

SUPERIOR INDUSTRIES INTERNATIONAL INC

Form 4

November 07, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
ORNSTEON R JEFFREY

2. Issuer Name **and** Ticker or Trading
Symbol
SUPERIOR INDUSTRIES
INTERNATIONAL INC [SUP]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
7112 RINDGE AVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/28/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Ex-CFO/Ex-Director

PIMA DEL ROY, CA 90293

(City) (State) (Zip)

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	300	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of S
Stock Option (Right to Buy)	\$ 25.88	12/28/2006		D ⁽¹⁾⁽²⁾			1,250	⁽¹⁾⁽²⁾	09/24/2009	Common Stock	1,250
Stock Option (Right to Buy)	\$ 26.19	12/28/2006		A ⁽¹⁾⁽²⁾		1,250		⁽¹⁾⁽²⁾	09/24/2009	Common Stock	1,250
Stock Option (Right to Buy)	\$ 28	12/28/2006		D ⁽¹⁾⁽²⁾			2,500	⁽¹⁾⁽²⁾	09/20/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 32.25	12/28/2006		A ⁽¹⁾⁽²⁾		2,500		⁽¹⁾⁽²⁾	09/20/2010	Common Stock	2,500
Stock Option (Right to Buy)	\$ 29.4	12/28/2006		D ⁽¹⁾⁽²⁾			5,000	⁽¹⁾⁽²⁾	09/20/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 36.87	12/28/2006		A ⁽¹⁾⁽²⁾		5,000		⁽¹⁾⁽²⁾	09/20/2011	Common Stock	5,000
Stock Option (Right to Buy)	\$ 36.2	12/28/2006		D ⁽¹⁾⁽²⁾			5,000	⁽¹⁾⁽²⁾	10/09/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 42.75	12/28/2006		A ⁽¹⁾⁽²⁾		5,000		⁽¹⁾⁽²⁾	10/09/2012	Common Stock	5,000
Stock Option (Right to Buy)	\$ 42.87	12/28/2006		D ⁽¹⁾⁽²⁾			10,000	⁽¹⁾⁽²⁾	12/19/2013	Common Stock	10,000
	\$ 43.22	12/28/2006		A ⁽¹⁾⁽²⁾		10,000		⁽¹⁾⁽²⁾	12/19/2013		10,000

Stock
Option
(Right to
Buy)

Common
Stock

Stock
Option
(Right to
Buy)

\$ 17.15

12/28/2006

D⁽¹⁾⁽²⁾

25,000

⁽¹⁾⁽²⁾

08/09/2016

Common
Stock

25,

Stock
Option
(Right to
Buy)

\$ 17.56

12/28/2006

A⁽¹⁾⁽²⁾

25,000

⁽¹⁾⁽²⁾

08/09/2016

Common
Stock

25,

Reporting Owners

Reporting Owner Name / Address

Relationships

Director

10% Owner

Officer

Other

ORNSTEON R JEFFREY
7112 RINDGE AVE
PIMA DEL ROY, CA 90293

Ex-CFO/Ex-Director

Signatures

By: /s/ Stephen H. Gamble as
Attorney-in-Fact

11/07/2007

 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) See the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2006 filed April 10, 2007, exhibits 10.45 and 10.46 for additional information. For Section 16 reporting purposes only, the increases in option exercise prices are deemed to be cancellation of the old options and the grant of replacement options. The other terms of the outstanding options (including the vesting of the options) remain unchanged.

(2) The reporting person has entered into an agreement, dated December 28, 2006 (the "Agreement"), with Superior Industries International, Inc. ("the Company") to have the exercise prices of certain options granted to the reporting person reset to be equal to, and in no event less than, the fair market value of a share of the Company's common stock on the applicable accounting measurement date for the grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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